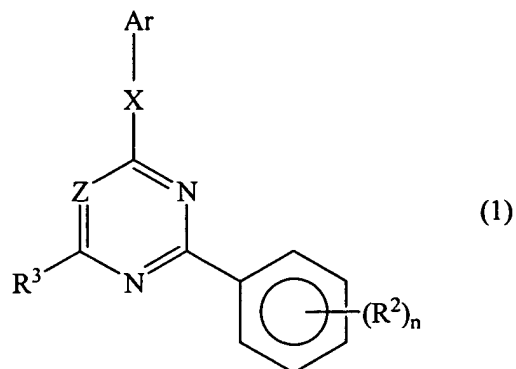


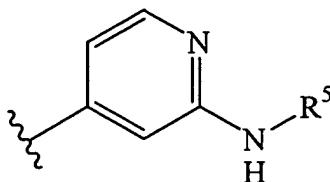
**CLAIM AMENDMENTS**

1. (currently amended): A compound of the formula



~~and the or a pharmaceutically acceptable salts and prodrug forms~~ salt thereof; wherein Ar represents an optionally substituted ~~aromatic or optionally substituted~~ heteroaromatic moiety containing 5-12 ring members wherein said heteroaromatic moiety contains one or more O, S, and/or N, 2-, 3- or 4-pyridyl, indolyl, 2- or 4-pyrimidyl, pyridazinyl, benzotriazol or benzimidazolyl,

with a proviso that optionally substituted Ar is not



wherein R<sup>5</sup> is H, alkyl (1-6C), alkenyl (2-6C), alkynyl (2-6C), an aromatic or heteroaromatic moiety containing 5-11 ring members;

X is NR<sup>1</sup>, ~~O~~, or S;

R<sup>1</sup> is H, alkyl (1-8C), alkenyl (2-8C), or alkynyl (2-8C);

Z represents ~~N~~ or CR<sup>4</sup>;

each of R<sup>3</sup> and R<sup>4</sup> is independently ~~H, or a non-interfering substituent~~ H, alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR<sub>2</sub>, SR, -SOR, -NRSOR, -NRSO<sub>2</sub>R, -SO<sub>2</sub>R, -OCOR, -NRCOR, -NRCONR<sub>2</sub>, -NRCOOR, -OCONR<sub>2</sub>,

-COOR, -SO<sub>3</sub>R, -CONR<sub>2</sub>, -SO<sub>2</sub>NR<sub>2</sub>, -CN, -CF<sub>3</sub>, or -NO<sub>2</sub>, wherein each R is independently H or alkyl (1-10C);

wherein any alkyl, alkenyl, alkynyl, acyl or aryl groups contained in R<sup>3</sup> and/or R<sup>4</sup> may contain one or more heteroatoms and/or optionally be further substituted;

each R<sup>2</sup> is independently a non-interfering substituent alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR<sub>2</sub>, SR, -SOR, -NRSOR, -NRSO<sub>2</sub>R, -SO<sub>2</sub>R, -OCOR, -NRCOR, -NRCONR<sub>2</sub>, -NRCOOR, -OCONR<sub>2</sub>, -COOR, -SO<sub>3</sub>R, -CONR<sub>2</sub>, -SO<sub>2</sub>NR<sub>2</sub>, -CN, -CF<sub>3</sub>, or -NO<sub>2</sub>, wherein each R is independently H or lower alkyl (1-4C), wherein any alkyl, alkenyl, alkynyl, acyl or aryl groups contained in R<sup>2</sup> may contain one or more heteroatoms and/or may optionally be further substituted; and

n is 0-5.

2. (canceled)

3. (canceled)

4. (original): The compound of claim 1, wherein the substituents on the aromatic moiety of Ar are selected from the group consisting of alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR<sub>2</sub>, SR, -SOR, -NRSOR, -NRSO<sub>2</sub>R, -SO<sub>2</sub>R, -OCOR, -NRCOR, -NRCONR<sub>2</sub>, -NRCOOR, -OCONR<sub>2</sub>, -COOR, -SO<sub>3</sub>R, -CONR<sub>2</sub>, -SO<sub>2</sub>NR<sub>2</sub>, -CN, -CF<sub>3</sub>, and -NO<sub>2</sub>, wherein each R is independently H or alkyl (1-10C), and wherein any alkyl, alkenyl, alkynyl, acyl or aryl moieties contained in the substituent may contain one or more heteroatoms and/or may further be substituted by the foregoing substituents.

5. (currently amended): The compound of claim 1, wherein Ar is optionally substituted phenyl, 2-, 3- or 4-pyridyl, indolyl, 2- or 4-pyrimidyl, or benzimidazolyl, pyridazinyl, benzotriazol or 2-pyridyl.

6. (original): The compound of claim 1, wherein n is 0-3.
7. (original): The compound of claim 1, wherein R<sup>1</sup> is H or lower alkyl (1-4C).
8. (currently amended): The compound of ~~claim 2~~ claim 1, wherein each R<sup>3</sup> and R<sup>4</sup> is independently H, alkyl (1-10C), OR, SR or NR<sub>2</sub> wherein R is H or alkyl (1-10C), each optionally substituted.
9. (original): The compound of claim 8, wherein said optional substituent is an aromatic moiety or a heterocyclic moiety, each optionally substituted.
10. (original): The compound of claim 9, wherein at least one of R<sup>3</sup> and R<sup>4</sup> is H.
11. (currently amended): The compound of ~~claim 3~~ claim 1, wherein each R<sup>2</sup> is independently alkyl, alkoxy, or halo.
12. (original): The compound of claim 11, wherein each R<sup>2</sup> is independently halo.
13. (original): The compound of claim 4, wherein the substituents on the aromatic moiety of Ar are selected from the group consisting of alkyl, O-aryl, O-alkylaryl, NR-aryl, and N-alkylaryl wherein any alkyl or aryl contained in said substituent may further optionally be substituted.
14. (currently amended): The compound of claim 13, wherein said ~~aryl~~ aromatic moiety of Ar includes 0, 1 or 2 substituents.
15. (currently amended): The compound of claim 14, wherein said ~~aryl~~ aromatic moiety of Ar includes 0 or 1 substituents.

16. (currently amended): The compound of ~~claim 2~~ claim 1, wherein each R<sup>3</sup> and R<sup>4</sup> is independently H, CN, COOR, OR, SR, NR<sub>2</sub>, alkyl (1-6C), acyl (1-6C), aryl, aryloxy, arylalkyloxy, wherein R is H or alkyl (1-10C) and wherein any alkyl or aryl portions of said substituents may further be substituted with the foregoing.

17. (currently amended): The compound of claim 1, wherein R<sup>+</sup> is H X is NH.

18. (currently amended): The compound of ~~claim 5~~ claim 1, wherein Ar is optionally substituted ~~phenyl, 4-pyridyl,~~ 3-pyridyl, 4-pyrimidyl, or 2-pyrimidyl.

19. (currently amended): The compound of ~~claim 18~~ claim 1, wherein Ar is optionally substituted 4-pyridyl.

20. (original): A method to treat conditions associated with unwanted activity of TGFβ which method comprises administering to a subject in need of such treatment an effective amount of the compound of claim 1 or a pharmaceutical composition thereof.

21. (currently amended): A pharmaceutical composition which comprises the compound of ~~formula (1)~~ claim 1 in admixture with at least one pharmaceutically acceptable excipient.

22. (new) The compound of claim 17, wherein n is 1 or 2.

23. (new) The method of claim 20, wherein the condition associated with unwanted activity of TGF-β is a fibroproliferative disease, an autoimmune disorder, or a condition associated with eye surgery.